

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
NORPHLET CHEMICAL INC.

I, David W. Henry, the secretary of the Board of Directors of Norphlet Chemical Inc, a corporation duly organized and validly existing under the laws of the State of Arkansas ("Corporation"), do hereby certify that a special meeting of the Board of Directors of the Corporation was duly called and held by telephonic conference call on March 28, 2008, in accordance with the Corporation's Articles of Incorporation and the By-Laws and the laws of the State of Arkansas and which said meeting John Garrison, William Spector, Jesse Spector, Fred Bates, Scott Reed, W.L. Cook, Charles L. Long, Robert James, Jim Crotty, Don Dodson and Evert Talbot, being all the members of the Corporation's Board of Directors were in attendance. Also in attendance were Brian Brooks, Nelson Abell, David Price and Jim Beachboard.

David Henry said that the eight members of the Board who had called for the special meeting had asked David Henry to chair the meeting and also be secretary of the meeting. He asked if there were any objections. There were none.

David Henry said the Corporation had discussed the need to record the meeting on tape and decided that it would not record the meeting on tape. He asked if there were any objections. John Garrison objected and made a motion to have the meeting recorded. Fred Bates seconded the motion. William Spector asked if any prior meetings have been recorded. David Henry said that no prior meetings had been taped. The motion was defeated with eight (8) Directors (William Spector, Jesse Spector, Scott Reed, W.L. Cook, Charles L. Long, Robert James, Jim Crotty and Evert Talbot) voting no and three (3) Directors (John Garrison, Fred Bates and Don Dodson) voting yes. The Directors were polled individually as to their vote.

David Henry said that the Board members calling the special meeting to discuss the fact that they were aware that the Garrisons had not caused their shares to be reduced to 20% ownership as provided in the resolution adopted in the January 17, 2008 Board meeting. In consultation with David Henry, the CFO of the Corporation, the Corporation engaged Dover Dixon Horne PLLC (DDH) to review the matter and prepare to take legal action. After consideration of the alternatives these directors feel that the Corporation should proceed to file the lawsuit to enforce the agreement by the Garrisons and David Henry has advised DDH to be ready to proceed.

Prior to initiating the lawsuit, however, David Henry and Board members calling this meeting wanted all the Board members to have the opportunity to know about the lawsuit and the need for it. David then asked Jim Beachboard of DDH to read the resolution.

RESOLUTION

“BE IT RESOLVED by the Board of Directors of Norphlet Chemical Inc. (“Corporation”) that David W. Henry, the Chief Financial Officer of the Corporation is authorized and directed to instruct the law firm of DOVER DIXON HORNE PLLC in Little Rock, Arkansas to bring a legal action on behalf of the Corporation against John L. Garrison and Jeffrey S. Garrison to enforce the agreements made by the said John L. Garrison and Jeffrey S. Garrison with the Corporation during the meeting of the Corporation’s Board of Directors held on January 17, 2008.

BE IT FURTHER RESOLVED that David W. Henry, the Chief Financial Officer of the Corporation, is authorized and directed to execute and enter into on behalf of the Corporation all agreements, instruments, documents, and certificates in connection with the aforesaid legal action against John L. Garrison and Jeffrey S. Garrison, and to do all things and take all steps on behalf of the Corporation which the said David W. Henry deems necessary or appropriate in connection with said legal action.

“BE IT FURTHER RESOLVED that all of the actions of the said David W. Henry on behalf of the Corporation in seeking legal advice from, consulting with, and retaining the law firm of DOVER DIXON HORNE PLLC in Little Rock, Arkansas, in connection with the aforesaid legal action on behalf of the Corporation against John L. Garrison and Jeffrey S. Garrison are ratified and approved.

W.L. Cook made a motion to approve the resolution as read. Bob James seconded the motion. David Price said on behalf of John Garrison and Jeff Garrison said that resolution does not represent the verbiage of the agreement and that they object to the verbiage of the Board resolution. W.L. Cook said he was sorry that they could not remember the resolution that was typed and presented and that they both voted for the resolution. There was no further discussion. The resolution was adopted by a vote of ten (10) Directors voting in favor of the resolution and one (1) Director, John Garrison, voting against the resolution. The Directors were polled individually as to their vote.

David Henry then asked if there was any other business to come before the Board. There was no response.

David Henry then asked for a motion to adjourn the meeting. Jim Crotty made the motion and Charles L. Long seconded the motion. It was approved by all eleven (11) of the Directors. The Directors were polled individually as to their vote.

Respectfully submitted this 28th day of March, 2008.

David W. Henry, Secretary

Minutes of telephonic Board Meeting of March 28, 2008 approved at presented.

John L. Garrison

William Spector

Jesse Spector

Fred L. Bates

Scott Reed

W.L. Cook

Charles L. Long

Robert James

Jim Crotty

Don Dodson

Evert Talbot